

June 9, 1997

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## VIA OVERNIGHT DELIVERY

Ms. Blanca S. Bayo Director, Division of Records & Reporting Florida Public Service Commission 2540 Shummard Oak Boulevard Tallahassee, Florida 323-99-0850

Re: Notification of Dial & Save of Florida, Inc. and Telco Holdings, Inc.

d/b/a Dial & Save Pro Forma Reorganization and Assignment of License

Dear Ms. Bayo:

On behalf of Telco Holdings, Inc. ("Telco Holdings"), enclosed for filing are an original and three (3) copies of Telco Holdings' certificate of authority to transact business as a foreign corporation in the State of Florida for association with the above-referenced application which was filed with the Commission on May 12, 1997.

Please date-stamp the enclosed extra copy of this filing and return it in the attached selfaddressed, stamped envelope. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted.

Parhela S. Arlul

Counsel for Dial & Save of Florida, Inc. and Telco Holdings, Inc.

Enclosures

cc: Bryan Rachlin, Esq.

DOCUMENT AS THE BATE

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## FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 19, 1997

CT CORPORATION SYSTEM

Qualification documents for TELCO HOLDINGS, INC. were filed on May 19, 1997 and assigned document number F97000002645. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (904) 487-6091, the Foreign Qualification/Tax Lien Section.

Letter Number: 197A00026739

Lee Rivers Docume at Examiner Division of Corporations

## APPLICATION BY FOREIGN CORPOKATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

<ol> <li>Telco Holdings, Inc. (Name of corporation: must include the word "INCORPORATED", "COMP abbreviations of like import in language as will clearly indicate that it is a or partnership if not so contained in the name at present.)</li> </ol>	
2. Delaware	3. 54-1836197
(State or country under the law of which it is incorporated)	(FEI number, if applicable)
4. December 20, 1996 5. Perpetual	
(Date of incorporation) (Duration: Year or	orp. will cease to exist or "perpetual")
Upon Qualification     (Date first transacted business in Florida. (See sections 607.1501, 607.15)	02, and 817.156, F.S.) P
7. 4219 Lafayette Center Drive, Chantilly, Virginia 201	51-1209 = ST ST ST ST ST ST ST ST ST ST ST ST ST S
(Current mailing address)	TI I: 13
Certificated telecommunications carrier.  (Purpose(s) of corporation authorized in home state or country to be carrier Florida)	(r)
Name and street address of Florida registered agent:	
Name: C T Corporation System	
Office Addrer Island Road System, 1200 South	Pine
Plantation , Florida, 33324 (Zip Code)	
10. Registered agent acceptance: Having been named as registered agent and to accept service of process for designated in this application. I hereby accept the appointment as registered further agree to comply with the provisions of all statutes relative to the proper	agent and agree to act in this capacity. I

C T Corporation System

and I am familiar with and accept the obligation of my position as registered agent.

(Registered agent's signature) (Officer)

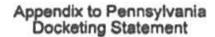
By: Kevin J. Gallagher, Asst. Vice-Pres.
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

- 11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
- 12. Names and addresses of officers and/or directors:

A.	DIRECTORS
	Chairman:
	Address:
	Vice Chairman:
	Address:
	Director: Donald A. Burns
	Address: 4219 Lafayette Center Drive
	Chantilly, Virginia 20151-1209
	Director: Henry G. Luken, III
	Address: 4219 Tafayette Center Drive
	Chantilly, Virginia 20151-1209
B.	OFFICERS
	President: Donald A. Burns
	Address: 4219 Lafayette Center Drive
	Chantilly, Virginia 20151-1209
S.	Vice President:
	Address:
	Secretary: Bryan K. Rachlin
	Address: 4219 Lafayette Center Drive
	Chantilly, Virginia 20151-1209

Treas	urer: Nicholas A. Melcick
Addre	SS: 4219 Lafayette Center Drive
	Chantilly, Virginia 20151-1309
NOTE: If necessa and/or directors.	ry, you may attach an addendum to the application listing additional officer  A. Bruce
(Signature of Cr application)	nairman, Vice Chairman, or any officer listed in number 12 of the
14. Donald A. Burn	d name and capacity of person signing application)



## Officers of Telco Holdings, Inc.

- Donald A. Burns, President 1835 Vernon Street, N.W. Washington, D.C. 20009 Social Security No.:
- Bryan K. Rachlin, Secretary 2646 Woodley Place, N.W. Washington, D.C. 20008 Social Security No.:
- Nicholas A. Merrick, Treasurer
   12913 Hedgetop Drive
   Herndon, Virginia 20171
   Social Security No.: